MINUTES of the meeting of the Board of Directors of the UNITED ARTISTS CORPORATION held at the office of the Corporation No. 729 Seventh Avenue, New York City, at 4 P. M. on January 16th, 1922.

PRESENT, all of the directors except Mrs. Pickford.

The minutes of the meeting held on December 19th, 1921 were read and approved.

Mr. Abrams read the report of Les Artistes Associes, Ste. Ame., which showed that contracts totaling in American money the sum of $85,278.62 had been closed for the exhibition of pictures of the artists in Continental Europe.

Mr. Abrams also reported that the Chief of Police of Sweetwater, Texas, claims a reward of $500. offered for the capture of Taitus, who has since been convicted for the stealing of copies of the motion pictures of the corporation at Buffalo; WHEREUPON, a resolution was made, seconded and unanimously adopted that the sum of $500.00 be paid to the Chief of Police of Sweetwater, Texas, Mr. Abrams having been satisfied that he was the person who actually captured Taitus.

A motion was made, seconded and unanimously adopted that the proper officers of the corporation open an account with the Columbia Bank, #507 Fifth Avenue, New York City, pursuant to terms of Mr. Eli H. Bernheim, President of that bank, set forth in a letter dated January 13th, 1922, that the corporation shall receive 3% on daily bank balances, and when borrowing - 2-1/2% interest on daily bank balances; and that the corporation shall receive liberal credit, in the way of loans, at market rate of interest; WHEREUPON, the following resolution was made, seconded and unanimously adopted:

RESOLVED that the Treasurer be and he hereby is authorized to open a bank account in behalf of the Corporation with the Columbia Bank, #507 Fifth Avenue, New York City, which account shall be subject to checks drawn in the corporate name, signed and countersigned by any of the following officers: President, Assistant to President, Vice-President, Secretary or Treasurer; and that

All checks, drafts, notes or other obligations of the corporation shall be signed by the following officers, to wit: President or Vice-President and Treasurer, or by any person or persons thereunto authorized by the Board.

Mr. Abrams read replies of the various Executives and Branch Managers to whom had been sent additional compensation for the year 1921 voted at the previous meeting. Mr. Abrams was requested to send copies of these replies to the various stockholders.

Mr. Abrams reported that the corporation did not have sufficient money to finance the extension of its business to South America and the Orient, as requested by the artists whose pictures are being distributed by the Corporation, and that a telegram had been sent to the various artists setting forth that fact; and that John Fairbanks had replied to the same on behalf of Douglas Fairbanks, Mary Pickford and Charles Chaplin, authorizing the corporation to borrow the necessary moneys to finance the distribution of the pictures in South America and the Orient;

WHEREUPON, a resolution was made, seconded and unanimously adopted, that Mr. Abrams be directed and empowered to proceed to market and turn to account the motion pictures that are now being distributed by the corporation in the United States and Canada in South America and the Orient, and to pursue the same method as has been followed in England, France and elsewhere.

Mr. Abrams reported that he employed Mr. Norris Wilcox at $150.00 per week, and Mr. James H. Goodier, at $100.00 per week, and transportation, both to represent the corporation in South America. This was approved by the Board of Directors.

A resolution was made, seconded and unanimously adopted, that the corporation proceed in the same manner in South America as it has in Australasia, that is, by procuring letters of introduction for our representatives from the Guaranty Trust Company to a reputable bank in Rio de Janeiro or Buenos Ayres, or both, requesting that bank to designate proper attorneys to organize a corporation pursuant to the laws of that country and that this corporation, pursuant to its contract with the various artists, enter into a contract with that corporation for the distribution of the pictures in that country on the basis of 70% of the receipts for the artist, 25% for the foreign corporation and 5% for the United Artists Corporation.

Mr. O'Brien, attorney for the Corporation, was directed to proceed accordingly.

Mr. Abrams read several communications from Mr. Berman relative to the business conditions in England, and suggested that it would be desirable to procure the right to market "THE FOUR HORSEMEN" and "THE BIRTH OF A NATION" in the British Isles.

Mr. Abrams reported the negotiations that had been carried on with the various managers of motion picture organizations for the employment of Will Hayes; same was discussed and action was deferred pending an expression from the stockholders

relative to the desirability of the Corporation becoming a member of the new association. The proposed dues covering all expenses are 1/2 of one per cent of the gross receipts of the Corporation.

Mr. Abrams reported the various demands made upon the Treasurer by producers, those pictures are being distributed by the corporation, for advances, and a motion was made, seconded and unanimously adopted, that the corporation was to advance no money to the producers which would exceed the producer's share of the cash collections. The request of the Distinctive Productions Company, which produces the George Arliss pictures, for advance of $35,000 was against its contract for the release of his pictures in Europe, and was refused.

Mr. O'Brien reported that he had prepared contracts with several artists, that is, Mr. D. W. Griffith, Mr. Douglas Fairbanks and Miss Mary Pickford amending the basic contract so as to extend the rights to market the various pictures mentioned in those extended agreements to other parts of the world; WHEREUPON, a resolution was made, seconded and unanimously adopted, that the President of the corporation be authorized and empowered to execute such contracts as are approved by the attorney for the Corporation with the various artists, extending the territory covered by the basic agreements to all parts of the world, or so much thereof as the artist will grant.

No further business coming before the meeting, the meeting adjourned.

Secretary

MINUUTES of the meeting of the Board of Directors of the UNITED ARTISTS CORPORATION held at the office of the corporation No. 729 Seventh Avenue, New York City, on January 24th, 1922 at 4 P. M.

PRESENT, all of the directors except Mrs. Pickford.

The minutes of the meeting held on January 16th, 1922 were read and approved.

A telegram from John Fairbanks on behalf of the stockholders living in Los Angeles, stated that Mack Sennett desired the Allied Artists Corporation, Ltd. to distribute his picture, "MOLLY O" in the British Isles; whereupon, a motion was made, seconded and unanimously carried, recommending the Allied Artists Corporation, Ltd. to enter into a contract with Mack Sennett for the distribution of his picture in the British Isles.

Mr. Abrams stated to the meeting that the stockholders had recommended the distribution of "THE FOUR HORSEMEN" and "THE BIRTH OF A NATION" by the Allied Artists Corporation, Ltd. in London, England, whereupon, a motion was made, seconded and unanimously adopted recommending the Allied Artists Corporation, Ltd. to enter into a contract for the distribution of these pictures.

The bill of Hon. Edward F. Dunne for services rendered from September 6th, 1919 to December 17th, 1921 amounting to $2,000 against the Illinois Corporation, is approved and ordered to be paid.

A letter from Mr. Abraham Berman of the Allied Artists Corporation, Ltd., requesting a change in the contract, was read by Mr. Abrams, and the different directors expressed their lack of

sympathy with the spirit of the letter and were against making any different contract with him. However, the matter was left with Mr. Abrams for disposition.

A proposition was presented to the meeting to distribute two pictures by Raul A. Walsh, and telegrams were sent by the directors to the stockholders in Los Angeles for their opinion concerning same. Further action on the matter was deferred until replies were received from the stockholders.

Mr. Arthur Kane, representing Charles Ray, presented a telegram to the meeting from Messrs. Willis & Kidder, in continutation of negotiations started last September with them and Mr. Ray for the distribution of at least two pictures produced by Mr. Ray.

A resolution was made, seconded and unanimously adopted that the proposal by Mr. Ray be accepted, and Mr. Abrams and Mr. O'Brien be directed to send such a telegram to Charles Ray.

The bill of Burns Detective Agency for $3,993.34 for services rendered in connection with film thefts, was approved and ordered paid.

No further business coming before the meeting, the meeting adjourned.

Secretary.

MINUTES of the meeting of the Board of Directors of the UNITED ARTISTS CORPORATION held at the office of the corporation No. 729 Seventh Avenue, New York City, on March 1st, 1922 at 4 P. M.

The following directors were present:

Mr. Hiram Abrams
Mr. Dennis R. O'Brien
Mr. Nathan Burkan
Mr. Albert H.T. Banzhaf
Mrs. Charlotte Pickford

constituting the entire membership of the Board.

In addition, there were present:

Miss Mary Pickford
Mr. Douglas Fairbanks
Mr. D.W. Griffith
Mr. John Fairbanks
Mr. Max Prager, the Treasurer.

Discussion relative to the basis of division of cost of prints, duties and insurance between the owners of the picture and the distributing corporations for use in foreign countries, took place, and it was finally agreed by the owners of the various pictures, who were present, and the Board of Directors, on behalf of the foreign corporations, that each owner would provide a total of fifty prints at his own expense; all prints in excess of this amount to be paid for in the proportion of 70% by the owner of the picture and 30% by the distributing corporation; and that import duties and insurance, (the latter, when such insurance is not in excess of the value of $5,000 on each negative) was to be divided and paid for in the proportion of 70% by the owner and 30% by the distributing corporation. Any excess insurance over $5,000 was to be paid for by the owner.

A resolution was made, seconded and unanimously adopted, that the corporation extend its business by opening foreigh branches through subsidiary corporations.

The minutes of the previous meeting were read, and the following ~~directions~~ corrections were made, to wit:

That the following: "A resolution was made, seconded and unanimously adopted that the proposal by Mr. Ray be accepted, and Mr. Abrams and Mr. O'Brien be directed to send such a telegram to Charles Ray", be eliminated and the following be substituted.

"Several members of the Board vigorously objected to a consideration of the proposition in the form presented in the telegram read by Mr. Kane, and Mr. Kane was instructed to communicate with Messrs. Willis & Kidder with a view of eliminating the objectionable features."

Mr. Abrams reported the substance of his communications with Mr. Charles Bryant, relative to the Nazimova picture entitled "SALOME", and the recommendation was made that the principals should see "SALOME" and communicate to the Board of Directors their recommendations.

A resolution was made, second and unanimously adopted that the proposal of Miss Pickford, Mr. Chaplin, Mr. Fairbanks and Mr. Griffith that that portion of the so-termed "Greenhill deposit" belonging to them, remaining after the disbursements incidental to the preliminary expenses, relative to negotiation with Mr. Greenhill for foreign territory, be credited in the proportions of 25% each upon their respective liabilities to the United Artists Corporation

for moneys due that corporation on account of the cost of the production of the motion picture "ROMANCE", was accepted by the Board of Directors, and a proper resolution was unanimously passed to that effect.

Report was made by Mr. Prager relative to claim of the Internal Revenue Department for the payment of the footage tax on contracts closed prior to December 31st, 1921, although not played until afterwards, and the matter was referred to Mr. Prager and the General Counsel to take such action in the premises as to them might seem advisable.

A resolution was made, seconded and unanimously adopted authorizing the Los Artistes Associes to extend its offices into Germany, Poland and Balkan States just as promptly as to the officers of that organization might seem expediant.

Mr. Fairbanks recommended, to the consideration of the meeting, a method of distributing the positve copies of the pictures through an arrangement with the respective express companies in the different parts of the United States and Canada, for the purposes of reducing cost and distribution.

The directors were authorized to make inquiry into this suggestion and report at a later meeting.

The propositions to distribute several pictures produced by persons other than the stockholders of the corporation, were submitted to the meeting, and after a general discussion, it was the sense of the meeting that this corporation should not distribute pictures other than those produced by the four artists who caused this corporation to be organized, because of disturbing complaints

that are frequently being made that the pictures of the artists are used to sell less valuable pictures to the exhibitors; it being the sense of the meeting that the corporation would fare better by following the course that was originally intended to be pursued, and confirm its business to the distribution of the pictures of the artists, but that it would be desirable for the corporation to enter into a contract with a subsidiary corporation that the artists might cause to be organized to use its offices and facilities to distribute the so-termed outside pictures by different salesmen and eliminate the objections above mentioned.

The question of this corporation becoming a part of the new Motion Picture Organization, of which Mr. Will Hays is president, was discussed, but no action was taken.

No further business coming before the meeting, the meeting was adjourned.

Albert T. Gaynes

Secretary.

MINUTES OF ANNUAL MEETING

OF

STOCKHOLDERS

OF

UNITED ARTISTS CORPORATION.

Minutes of annual meeting of stockholders of the UNITED ARTISTS CORPORATION:

The annual meeting of the stockholders of the UNITED ARTISTS CORPORATION was held at the office of DOUGLAS FAIRBANKS PICTURES CORPORATION, Hollywood, California, on the 10th day of APRIL, 1922.

There were present:-

MARY PICKFORD FAIRBANKS
DOUGLAS FAIRBANKS
CHARLES CHAPLIN
D. W. GRIFFITH, INC.,
By: ALBERT H. T. BANZHAF, SEC'Y.,

being a majority of the stockholders of the Corporation.

On motion duly made, seconded and unanimously adopted, MARY PICKFORD FAIRBANKS was elected Chairman of the meeting, and DOUGLAS FAIRBANKS was elected Secretary, and each acted in their respective capacity during the entire meeting.

The Secretary called the roll of stockholders and reported that there were present in person, all of the stockholders of the Corporation.

The Secretary announced that the meeting had been called pursuant to resolution to adjournment of the Annual Meeting, and also being [illegible] of notice, duly signed by all of the stockholders of the Corporation. A copy of such consent and waiver of notice should be made a part of the minutes of this meeting.

The Secretary presented an affidavit showing that a copy of the original notice for the annual meeting scheduled to be held on the first Monday of [illegible] had been mailed at least ten days previous to the meeting in accordance with the By-Laws. On motion duly made, seconded and unanimously adopted, the affidavit was ordered placed on file.

A general discussion was engaged in by all of those presents relative to the advisability of promoting a subsidiary and distributing corporation, either directly or indirectly, through stockholders, for the production and distribution of motion pictures produced under the supervision of:

MARY PICKFORD,
CHARLES CHAPLIN,
DOUGLAS FAIRBANKS, and
D. W. GRIFFITH.

And it was the sentiment of the meeting that those principals should continue the investigation and to report at a subsequent meeting their recommendations relative to the financing of such corporation, and the individuals available to take charge of the producing units in such corporation.-

the character of motion pictures to be produced by it, and the method of distributing those pictures in connection with the UNITED ARTISTS CORPORATION. The principals were authorized to have certain appointees of theirs to aid them in the above work.

The Chairman then announced that the meeting would proceed to the election of Directors for the ensuing year. The Inspectors of Election chosen at the last annual meeting of the Corporation not being available at this time.-

JOHN FAIRBANKS and ROBERT FAIRBANKS

were duly appointed Inspectors of Election for this meeting. They subscribed and verified the Oath of Office required by statute, and entered upon the discharge of their duties. After regular opening and closing of nominations and balloting, the Inspectors of Election announced that the following persons had been duly elected Directors of the Corporation for the ensuing year, and the Chairman formally declared them to be duly elected Directors of the Corporation for the ensuing year.-

CHARLOTTE PICKFORD
NATHAN BURKAN
[illegible]
MIRIAM ARMES
DENNIS F. O'BRIEN

The meeting then proceeded to elect two Inspectors of Election for the ensuing year, and -

JOHN FAIRBANKS and ROBERT FAIRBANKS

were duly declared by the Chairman to have been elected Inspectors

of Election for the ensuing year.

The stockholders recommended to the Directors that they should proceed at their next meeting to elect as officers of the corporation, the following:

PRESIDENT, HIRAM ABRAM.
VICE PRESIDENT, DENNIS F. O'BRIEN,
SECRETARY, ALBERT H. T. BANGLE,
TREASURER, MAX TRACHER,-

present officers of the corporation.

The copies of the financial report of the Treasurer of the Corporation were distributed amongst the stockholders, as were statements showing the earnings of the subsidiary corporations operating in foreign territory. It was the sentiment of the meeting that financial statements of the UNITED ARTISTS and it's subsidiary corporations operating in foreign territory should be sent to the stockholders at least monthly, so that such of the stockholders who are producing pictures to be distributed by the corporation, would be intimately acquainted with the business and the financial status of each of the corporations distributing his, her, or it's pictures.

There being no further business before the meeting, on motion duly made, seconded and unanimously adopted, the same was adjourned.

APPROVED:

Albert H. T. Bangle
SECRETARY.

Douglas Fairbanks
Mary Pickford Fairbanks
D. W. Griffith Inc.
[illegible]

CERTIFICATE OF INSPECTORS OF ELECTION.

We, the undersigned, duly elected Inspectors of Election, of the UNITED ARTISTS CORPORATION, a stock corporation, do hereby certify as follows:

That a meeting of the stockholders of said Corporation was held at the office of DOUGLAS FAIRBANKS PICTURES CORPORATION, Hollywood, California, on the 10th day of April 1922, at three o'clock P. M., pursuant to due notice.

That before entering upon the discharge of our duties we were severally sworn and the oath was taken by us and is hereto annexed; that the result of the vote taken at such meeting for the election of Directors of said Corporation for the ensuing year was as follows:

CHARLOTTE PICKFORD
MARIAN BURKAN
ALBERT H. T. BANZHAF
MIRAM ABRAMS
DENNIS F. O'BRIEN

That the above persons having received a plurality of the votes cast were declared by us duly elected Directors of said Corporation for the ensuing year; that the result of the vote taken at such meeting for the election of Inspectors of Election of said Corporation the following were duly elected:-

JOHN FAIRBANKS and ROBERT FAIRBANKS.

That said JOHN FAIRBANKS and ROBERT FAIRBANKS having received a plurality of all the votes cast for Inspector of Election, were declared by us duly elected as such.

IN WITNESS WHEREOF, we have made and signed this Certificate this 10th day of APRIL, 1922.

John Fairbanks

Robert Fairbanks

STATE OF CALIFORNIA }
} ss.
COUNTY OF LOS ANGELES }

On this 17th day of April 1922, before me personally came JOHN FAIRBANKS and ROBERT FAIRBANKS, to me known and known to me to be the individuals described in and who executed the foregoing Certificate, and they severally acknowledged to me that they executed the same.

[illegible]
NOTARY PUBLIC
in and for the County of Los Angeles State of California
My Commission Expires Oct. 15 1923

OATH OF INSPECTORS OF ELECTION.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

We, the undersigned, Inspectors of Election duly appointed to act at the meeting of the stockholders of the UNITED ARTISTS CORPORATION, to be held at Hollywood, California, on the 10th day of April, 1922, being severally duly sworn do depose and say,- and each for himself deposes and says that he will faithfully execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

John Fairbanks

Fairbanks

Sworn to before me this
11 day of April 1922.

[illegible]
Notary Public in and for the County of Los Angeles, State of California.

WAIVER OF NOTICE OF MEETING.

WE, the UNDERSIGNED, being all of the Stockholders of UNITED ARTISTS CORPORATION, do hereby consent that the time and place of holding the Annual Meeting of the said Corporation be changed from Monday, April 3rd, 1922, at 729 Seventh Avenue, Borough of Manhattan, City of New York, to April 10th, 1922, at the office of the DOUGLAS FAIRBANKS PICTURES CORPORATION, Hollywood, California, and we do HEREBY WAIVE all notice whatsoever of the said Annual Meeting, and DO HEREBY CONSENT that the aforesaid time and place be and the same hereby is fixed as the time and place for holding the Annual Meeting of the Corporation, pursuant to the By-Laws, and that all such business may be transacted thereat as may lawfully come before the said meeting.

Dated, New York, April 3rd, 1922.

Mary Pickford Fairbanks

D. W. Griffith Inc.

PROXY from D. W. GRIFFITH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That D. W. GRIFFITH, INC., a corporation duly organized and existing under the Laws of the State of New York, by its duly authorized officers, does hereby constitute and appoint

its lawful attorney, substitute and proxy, for it and in its name, to vote upon all the stock held by it in UNITED ARTISTS CORPORATION at the annual meeting of stockholders of such Corporation, to be held at Hollywood, California, on the 10th day of APRIL, 1922, and at any adjourned meeting thereof, as fully and with the same effect as any officer of the Corporation might or could do were the Corporation personally represented at such meeting.

IN WITNESS WHEREOF, D. W. GRIFFITH, INC. has hereunto caused this instrument to be executed by its duly authorized officers and the seal of the Corporation to be affixed hereto.

Dated, New York, this 1st day of APRIL, 1922.

D. W. GRIFFITH, INC.

BY D W Griffith

ATTEST:

Wm D W Banzhaf

Inc

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 1st day of APRIL, 1922, before me personally came D.W. Griffith to me known, who being by me duly sworn, did depose and say that he resides in New York City : that he is the President of the Corporation, D. W. GRIFFITH, INC. , the Corporation described in and which executed the foregoing instrument; that he knows the seal of the said Corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Corporation, and that he signed his name thereto by like order.

Gertrude Kennecen.

MINUTES of a regular meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, held at the office of the corporation No. 729 Seventh Avenue, New York City, on May 9th, 1922, at 4 o'clock P.M.

The following directors were present:

Mr. Hiram Abrams
Mr. Dennis F. O'Brien
Mr. Nathan Burkan
Mr. Albert H. T. Banzhaf

Also in attendance:

Mr. M. E. Prager - Treasurer of the Corporation.
Mr. Maurice Cleary - representative of Miss Pickford and Mr. Fairbanks.

The Secretary read the notices pursuant to which the meeting was called, and the same were declared to be regular in accordance with the by-laws of the corporation.

The minutes of the previous meeting were read and approved.

The proposal of Frank Wilson to finance twelve pictures to be distributed through a subsidiary corporation was read by Mr. Cleary, and the proposal, as submitted, was not satisfactory to those present, and Mr. Banzhaf was appointed a committe to confer with Mr. Wilson to see what modifications could be made to same and report at a subsequent meeting.

Pursuant to the recommendations of the stockholders to the directors that they should proceed at their next meeting with the election of the officers of the corporation, as follows:

HIRAM ABRAMS - President
DENNIS F. O'BRIEN Vice-President

ALBERT H. T. BANZHAF Secretary
M. E. PRAGER Treasurer

a resolution was made, seconded and unanimously adopted, that the aforesaid officials be elected, and by these presents were elected as officers of the corporation for the ensuing year.

A resolution was made, seconded and unanimously adopted, that a copy of the financial statement of the United Artists Corporation and the subsidiary corporations operating in foreign territory, should be sent to the stockholders so that each of the stockholders who are producing pictures to be distributed by the corporation would be intimately acquainted with the business and the financial status of each of the corporations distributing his, her or its pictures.

The employment of Mr. Abrams as General Manager and President, was considered, and the attorney for the corporation was directed to prepare a contract employing Mr. Hiram Abrams in the capacity that he has been heretofore employed by the corporation for one year, subject to removal for cause on thirty days' notice; subject, also, that in the event of his removal his percentage ceases on everything except on contracts already closed by him and not played.

The following resolution was made, seconded and unanimously adopted: That the Board of Directors of this corporation which has an outstanding capital stock of $100,000 or more, at a meeting held at New York on the 9th day of May, 1921, have employed F. A. Beach as Comptroller and Auditor pursuant to provisions of Section 55, Chapter 490, part III of the acts of 1909, and of Chapter 326, Acts of 1909, of the Laws of the State of Massachusetts.

The question of convention of the various exchange managers to be held in Los Angeles was discussed, and before definite action be taken on the matter, it should be referred to the principals.

The salary of Mr. Banzhaf and Mr. Burken as advisors and directors, and for such legal services that they may from time to time render, was fixed at $5,000 per year.

A resolution was made, seconded and unanimously adopted, that the services of O'Brien, Malevinsky & Driscoll be continued under the same terms and conditions as the year just passed.

Various reports on the Japanese situation were read by Mr. O'Brien, and the question of who should pay for the litigation and legal services rendered in Japan to prevent the pirating of pictures there distributed by the representative of the corporation, came up, and a resolution was passed, seconded and adopted, that the same be paid by the corporation because the corporation would benefit in its future transactions from results of this service and expenditure.

A resolution was made, seconded and unanimously adopted, that ADAMS & WATTERSTON be employed to audit of the same. Mr. Prager was delegated to make the employment.

A resolution was made, seconded and unanimously adopted, that the acts of the President, Mr. Abrams, and the Treasurer, Mr. Prager, in negotiating a loan of $150,000 from the Columbia Bank, be approved, and the same was approved.

A resolution was made, seconded and unanimously adopted, that the President delegate one of the officers of the corporation to act as proxy of the corporation at the annual meeting of the United Artists Corporation Limited, of Toronto, Canada, and to vote

for the same officers and directors as that corporation did last year.

No further business coming before the meeting, the meeting adjourned.

Albert W. Banzhaf
Secretary

TO THE COLUMBIA BANK:

This is to certify that the attached is a true and correct copy of the Minutes of a Special Meeting of the Board of Directors of the United Artists Corporation, held at the office of the corporation, #729 Seventh Avenue, New York City, on the 30th day of August, 1922.

Secretary.

MINUTES OF A SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION.

WAIVER OF NOTICE:

WE, the undersigned, being all of the directors of UNITED ARTISTS CORPORATION, do hereby consent that the time and place for holding a special meeting of the Board of Directors of said Corporation, be and the same hereby is fixed for Wednesday, August 30th, 1922, at the office of the Corporation, No. 729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, and that all such business may be transacted thereat as may lawfully come before the said meeting.

Dated, New York, August 30, 1922.

Mary Pickford

Douglas Fairbanks

Dennis F. O'Brien

Albert Banzhaf

Charlotte Pickford

per Dennis F. O'Brien Atty.

Natalie Talmadge

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF

UNITED ARTISTS CORPORATION
Held AUGUST 30, 1922.

A special meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held in the office of the corporation on the ninth floor of #729 Seventh Avenue, New York City, at four o'clock P. M., Wednesday, August 30th, 1922.

The following Waiver of Notice was read to the meeting, and on motion duly made, seconded and unanimously carried, same was ordered spread upon the Minutes.

WAIVER OF NOTICE:

WE, the undersigned, being all of the directors of UNITED ARTISTS CORPORATION, do hereby consent that the time and place for holding a special meeting of the Board of Directors of said Corporation, be and the same hereby is fixed for Wednesday, August 30th, 1922, at the office of the corporation, No. 729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, and that all such business may be transacted thereat as may lawfully come before the said meeting.

Dated, New York, August 30, 1922.

Mary Pickford
Douglas Fairbanks
Charlie Chaplin
D. W. Griffith

MR. BANZHAF, the secretary, read to the meeting copy of a confirmatory assignment from CHARLES E. RAY and CHARLES RAY PRODUCTIONS, INC., to the Columbia Bank of contract made by

UNITED ARTISTS CORPORATION with CHARLES E. RAY, dated February 13th, 1922, covering the distribution of the photoplay entitled "THE TAILOR-MADE MAN", and the distribution of the photoplay entitled "THE GIRL I LOVE", which is now in the process of production, as security for the additional sum of two hundred thousand dollars ($200,000.) which the Columbia Bank has loaned to CHARLES E. RAY and CHARLES RAY PRODUCTIONS, INC.; and, also, copy of communication addressed to the Columbia Bank, #513 Fifth Avenue, New York City, as follows:

New York, August 1922.

Columbia Bank,
513 Fifth Avenue,
New York City.

Gentlemen:

We beg to acknowledge the receipt from you of confirmatory assignment from Charles E. Ray and Charles Ray Productions, Inc. to you of a contract made by us with Mr. Ray dated February 13th, 1922, covering the distribution of the photoplay entitled "The Tailor Made Man" just completed and the distribution of the photoplay entitled "The Girl I Loved" which is now in process of production, as security for the additional sum of Two hundred thousand (200,000) dollars you have just loaned to them.

We consent to this confirmatory assignment and agree as heretofore to pay over to you all moneys payable to Mr. Ray or his said company under said contract until all sums due to you from Mr. Ray or his said company are paid in full.

We understand that of the original sum of Two hundred thousand (200,000) dollars loaned by you that One hundred thousand (100,000) dollars has been paid and that with the additional sum of Two hundred thousand (200,000) dollars just loaned by you makes in all a total indebtedness of Three hundred thousand (300,000) dollars payable to you together with any accrued interest.

The contract is in full force and effect and we have received the positive prints of "The Tailor Made Man".

You are welcome to examine our books in regard to the moneys that may be due to Charles E. Ray or Charles Ray Produc-

tions, Inc. under this contract in which you are interested. Except as herein modified all the terms of our original letter dated April 13th, 1922, are reaffirmed.

Yours very truly,

UNITED ARTISTS CORPORATION,

by _____
President.

Attest:

_____
Secretary.

Thereupon, a motion was made, seconded and unanimously adopted that in the absence of the president, the vice-president of the corporation be authorized to execute the above communication addressed to the Columbia Bank, and the secretary to attest same and attach the seal of the corporation.

No further business coming before the meeting, the meeting adjourned.

_____
Secretary.

[8-9 Dec. 1922]

MINUTES OF A SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION

Minutes of a special meeting of the Board of Directors of United Artists Corporation, to which the stockholders of the corporation were invited, and participated, was held in the office of the corporation on the ninth floor of #729 Seventh Avenue, Borough of Manhattan, City of New York, on the 8th day of December, 1922, at 3:00 P. M., and adjourned to the 9th day of December, 1922, at 10:00 A. M.

The meeting was held pursuant to the usual and customary notice provided by the by-laws and sent by the Secretary to all of the Directors and stockholders, who were then present in New York City. Mr. Banzhaf, Secretary, read to the meeting copy of the notice sent to all of the Directors and stockholders.

The following Directors were present:

Hiram Abrams
Nathan Burkan
Albert H. T. Banzhaf
Charlotte Pickford
Dennis F. O'Brien

The stockholders present were -

Mary Pickford
Douglas Fairbanks
D. W. Griffith

There were also present, Albert E. Grey, representing D. W. Griffith, Inc., John Fairbanks, representing Douglas Fairbanks Pictures Corporation, Maurice E. Cleary, representing

Mary Pickford Company, Sidney Chaplin, representing Charles Chaplin; and M. E. Prager, Treasurer of the United Artists Corporation.

The financial statement of the corporation was read by the Treasurer and discussed by both the stockholders and directors.

There were also read and discussed the financial statements of the foreign corporations marketing the pictures which are marketed in the United States of America by United Artists Corporation. There was an apparent deficit in the financial statement of the Les Artistes Associes, Ste. Ame.

The report of the accountants, Messrs. Adams & Watterston, which firm had audited the accounts of the corporation in the New York Office, and in the various branch offices throughout the United States and the Dominion of Canada, was read, together with a letter from Adams & Watterston containing recommendations relative to changes for the improvement of the financial and business policies of the organization.

The question of the moneys due the owners of the motion pictures marketed through the Les Artistes Associes, Ste. Ame. was considered from the viewpoint that United Artists Corporation had agreed to finance sufficiently the foreign corporations controlled by it, so that the moneys due the owners of the various pictures released through those organizations would be paid to them, as well as the other indebtedness of those corporations.

Mr Douglas Fairbanks presented to the meeting for consideration, his understanding that the moneys which had been forfeited by Morris Greenhill, to wit - the sum of $100,000. less the expenses incident to the negotiations with Morris Greenhill, leaving approximately $80,000., was the property of Douglas Fairbanks, Mary Pickford and D. W. Griffith, who had executed the contract

and tendered same to Morris Greenhill, and it was the understanding of all concerned, including United Artists Corporation, that these moneys would be used for the financing of the foreign corporations, whereas, in fact, they had been paid into the treasury of the United Artists Corporation to reduce the indebtedness of those concerned in the production of the motion picture entitled "Romance". Mr. Fairbanks stated that, either these moneys should be delivered to the foreign corporations so that those corporations could liquidate their indebtedness, or that those interested in the ownership of "Romance", should pay to the corporation the respective amounts due from them, in order to make up this amount of money, which in turn, could be used to finance the foreign corporations, and thus enable the foreign corporations to pay their indebtedness.

Mr. Griffith expressed his willingness to pay his portion of the $80,000., and have same credited against his indebtedness on account of "Romance". Mr. Douglas Fairbanks and Miss Pickford expressed their willingness to do likewise. The matter was left in abeyance pending same being submitted to Mr. Charles Chaplin for his consent, and upon receipt of his consent, Mr. Burkan, as director, agreed to vote in favor of a resolution embodying the above arrangement. Mr. Douglas Fairbanks and Miss Pickford were designated as a committee of two, to consider the matter with Mr. Charles Chaplin, and advise the Board relative to his consent.

A recommendation was made that the basic contracts between the owners of the motion pictures, who are stockholders of the corporation, and United Artists Corporation, be modified, so that beginning with all contracts procured after January 1, 1923, the division of the moneys paid by the exhibitors for use of those

pictures would be as follows: to wit, in the United States - 77½% to the owner of the pictures and 22½% to the distributor; in the Dominion of Canada - 70% to the owner of the picture and 30% to the distributor; in the British Isles, Australia and New Zealand - 70% to the owner of the picture and 30% to the distributor; and in all other parts of the world 60% to the owner of the picture and 40% to the distributor. It was agreed by all present that the division of moneys in the so-termed foreign territory shall continue as now in effect and is not modified by the foregoing in so far as same affects the photoplay "ONE EXCITING NIGHT" owned by D. W. Griffith, Inc. The difference between the amounts agreed to be paid under the existing contracts, and under the modified contracts in the United States of America, that is, 2½%, is to be deposited in escrow for the purpose of meeting any deficits, and in the event of the earnings of the corporation on a played and earned basis being sufficient to meet any deficit, without the use of this fund or any part thereof, then this amount is to be divided and paid to the owners of the pictures, as their respective interests in and to that amount appear. The Treasurer of the corporation is to keep true and accurate accounts of the particular fund, and render statements periodically as the Board of Directors may from time to time require.

This proposal was satisfactory to all present, and a resolution was made, seconded and unanimously adopted by the Board of Directors, authorising the proper officers of the corporation to execute modifications to the basic contracts with the owners of the pictures concerned in this resolution. It was pointed out that the basic contract between Charles Chaplin, Mary Pickford, Douglas Fairbanks and D. W. Griffith, contained a clause that

none of their respective contracts with United Artists Corporation could be modified without the consent of all of them first had and obtained. Mr. Sidney Chaplin stated that he was not empowered to consent for his brother, Charles Chaplin, but he was sure his brother would consent to same. Dennis F. O'Brien, attorney for the corporation, was instructed to prepare the necessary contracts, and to submit them to the attorneys representing the various owners of the motion pictures, and to seek execution of same.

Mr. Burkan stated, on behalf of Mr. Chaplin, that he thought as regards the foreign corporations, that Mr. Chaplin had not consented to become a part of the foreign corporations personally, and that Mr. Chaplin had no interest in the Greenhill money because he did not agree to execute a contract with Morris Greenhill or his corporation, and that as far as making up the deficit in Continental Europe was concerned, he thought the terms of the division in Continental Europe were entirely too high, and that the corporation had made a mistake in entering into contracts with the owners, by which the owners received 70% of the moneys paid by the exhibitor, and the distributing corporation 30%, and that in all fairness, these percentages ought to be re-arranged.

Mr. Douglas Fairbanks and Miss Pickford stated that had Mr. Chaplin and Mr. Griffith delivered pictures to the Les Artistes Associes, Ste. Ame., the receipts from those pictures would have been sufficient to have enabled the corporation to operate upon a profitable basis upon the above division, and it was primarily their failure to deliver the pictures for distribution in Continental Europe to the Les Artistes Associes, Ste. Ame., which had caused the deficit in the financial statement of

that corporation.

A resolution was made, seconded and unanimously adopted, that in all future contracts which the corporation might enter into, a provision should be inserted that would permit of the payment of the foreign indebtedness by the owner of the picture, from its receipts in the United States so as to relieve the drain upon the treasury of the foreign corporations, and by providing copies, paying the import duties and for advertising materials, etc., required to exploit a picture prior to its starting to earn money.

The suggested contract prepared by the Solicitors for the United Artists (Australasia) Ltd., Messrs. Faithfull, Maddock & Oakes, was rejected because the corporation does not own the title to the motion pictures and could not sell. In lieu thereof, agreements containing substantially the same provisions as the Canadian agreements, were recommended, and the decision relative to such agreement was left with the President, Treasurer and attorneys for the corporation.

The request of the owners of the motion picture "FAIR LADY" for an advance of $30,000., in consideration of which the contract for the foreign rights was to be modified so as to have the entire cost of the copies used abroad paid for out of the earnings of the owner, was submitted and as it was apparent to the directors that a saving of about $9000.00 would be effected by the modification of the contract, a resolution was made, seconded and unanimously adopted, and the Treasurer empowered and directed to pay $30,000. to the owners of the motion picture entitled "Fair Lady", and to deduct same as those earnings accrued, and to have the aforesaid contract with the owners of the picture modified as above stated.

A resolution was made, seconded and unanimously adopted that the officers of the corporation, who are authorized to sign checks, be also authorized and empowered, and by these presents are authorized and empowered to endorse in the name of the corporation, notes that are being discounted in any of the banks where the corporation keeps its funds, and the proceeds of such notes to be credited to the account of the corporation, and that the Secretary be directed to certify to the correctness of this resolution to all banks with which the corporation is doing business.

Mr. Abrams reported that he had an opportunity to enter into a contract to distribute "THE FALL OF BABYLON", "THE MOTHER AND THE LAW", and "THE BIRTH OF A NATION" in the Dominion of Canada and Alaska, and "THE BIRTH OF A NATION" in certain states of the United States, all of which pictures had been made under the direction of D. W. Griffith. A resolution was made, seconded and unanimously adopted that the corporation accept this proposition and proceed with the distribution of these pictures.

Mr. O'Brien reported that Mr. M. L. Malevinsky, in whose name the shares of the Les Artistes Associes, Ste. Ame., were issued, was prepared to authorize the delivery of those shares of stock to United Artists Corporation, and that the attorneys, to wit - Coudert Brothers, in whose custody these shares of stock are now held, had advised that it was necessary for these shares of stock to be exhibited to the proper representative of the French Government yearly, prior to the owner of the same voting at the annual meeting, and that if the stock appeared in the name of United Artists Corporation, the French Government would require a statement relative to the business of United

Artists Corporation being done in the United States, and that it was better to allow the stock to remain as is. Whereupon, it was suggested that a written declaration be procured from Mr. M. L. Malevinsky, to the effect that he did not own the stock of this corporation but held it in his name solely for the benefit of the United Artists, and that he or his legal representative and assigns, would authorize the delivery of the same to United Artists Corporation upon the demand of United Artists Corporation.

A resolution was made, seconded and unanimously adopted, that the compensation to be paid Mr. Abrams, pursuant to his present contract of employment be as follows:

That he is to receive 2% on all business done by United Artists Corporation in North America during the period of his employment, and 1% of the business done by the foreign corporations, to be paid on all contracts closed in excess of $500,000. and periodically that there be an adjustment for cancellations of contracts, meaning and intending that in the event of a contract being cancelled upon which Mr. Abrams has received his commission or any part of same, the commission on the cancelled contract is to be deducted and credited in favor of the corporation. That his commission on the aforesaid sum of $500,000. is to be paid to him after the termination of his employment as and when those contracts which then total the amount of $500,000. or any portion thereof, are played and paid.

Mr. Abrams' contract is also modified in the following particular; That subject to the approval of the Board of Directors, Mr. Abrams shall have the exclusive control of fixing and regulating all disbursements for salary, advertising

and all other necessary expenses in connection with the marketing and distribution of the photoplays.

A form of power of attorney to Harry Wiener to conduct business in Cuba, was submitted and approved.

A power of attorney to George Mooser to carry on business in Japan, was submitted and approved.

A power of attorney to George Mooser to carry on business in India and China, was submitted and approved.

The question of the employment of auditors and travelling accountants to check up the business of the different exchanges was considered, and it was recommended to the Board of Directors by the stockholders that they take such action as promptly as they think the business of the corporation requires.

Mr. Abrams submitted to the members present, the desirability of employing a large number of salesmen to devote their time and attention to the sale of the old pictures, the employment to be conditioned upon each salesman doing a minimum amount of business each week, and to continue for as long as he procures contracts equalling that amount of business. A resolution was made, seconded and unanimously adopted that Mr. Abrams be authorized to pursue this plan.

A resolution was made, seconded and unanimously adopted that Mr. Nathan Burkan as a member of the Board of Directors, be authorized and empowered to sign or countersign checks and negotiable instruments of the corporation, in conjunction with one of the other persons authorized by the Board of Directors, and that the Secretary of the corporation be authorized and empowered to certify to the correctness of this resolution to the various banks with which the corporation is doing business.

The method of doing business between the Allied Producers and Distributors Corporation and United Artists Corporation was discussed in detail, and a resolution was made, seconded and unanimously adopted that the officers of United Artists Corporation enter into a contract with the officers of the Allied Producers and Distributors Corporation, substantially upon the following basis: That United Artists assume all of the obligations of the Allied Producers and Distributors Corporation, relative to the advertising, marketing and distributing of the various pictures procured by the Allied Producers and Distributors Corporation, and in consideration therefor United Artists Corporation is to receive the entire gross receipts from the marketing of the pictures procured by Allied Producers and Distributors Corporation, less 5%; said 5% belonging to ALLIED PRODUCERS AND DISTRIBUTORS CORPORATION shall be computed upon the gross receipts paid by the exhibitor for the use of the aforesaid pictures in the United States. United Artists Corporation from the amount received by it will pay to the owner of the picture, its share of those receipts as and when provided in the contract of the Allied Producers and Distributors Corporation with the owner of the picture. That United Artists Corporation assume all of the obligations of Allied Producers and Distributors Corporation, relative to the payment of the moneys due the owners of the pictures, and that it be authorized and empowered and directed by Allied Producers and Distributors Corporation, to pay those moneys direct to the owners of the pictures as and when they are due pursuant to their contracts. United Artists Corporation is also authorized and empowered to use the name of Allied Producers and Distributors Corporation in all contracts entered into relative to the busi-

ness of the Allied Producers and Distributors Corporation, or to execute such Contracts in the name of United Artists Corporation for the Allied Producers and Distributors Corporation as in its judgment it may from time to time determine.

Secretary

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.

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www.marypickford.org

www.mediahistoryproject.org